

NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

November 3, 2005

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423-0001

RECORDATION NO. 25956 FILED

NOV 04 '05

2-34 PM



SURFACE TRANSPORTATION BOARD

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated July 20, 2005, a primary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
P.O. Box 2270
Dixmoor, IL 61282

Lessee: Boltens Crown Quality Elevators
1900 Chet Bolton Place
Vernon, Texas 76384

A description of the equipment covered by the Lease Agreement is as follows:

One EMD GP-7/9 Road Switcher Locomotive bearing road # NREX 118

One EMD GP-10 Road Switcher Locomotive bearing road # NREX 1005

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

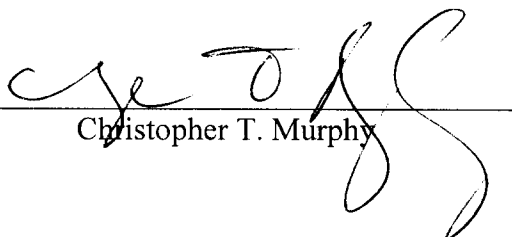
Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Christopher T. Murphy
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: 
Christopher T. Murphy

NOV 04 '05

2-34 PM

MEMORANDUM OF LEASE AGREEMENT**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 15, 2005, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and BOLTONS CROWN QUALITY ELEVATORS ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of April 15, 2005, (together with all of the riders, schedules and other Attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting on an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LESSEE:**BOLTONS CROWN QUALITY ELEVATORS**By:  _____Name: L. Jack BoltonTitle: Chairman of the Board/Owner**LESSOR:****NATIONAL RAILWAY EQUIPMENT CO.**By:  _____Name: James M. Wurtz, Jr.Title: Vice President

STATE OF TEXAS §

§ SS.

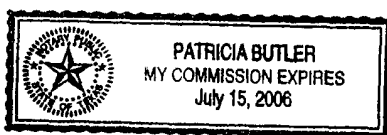
COUNTY OF DALLAS §

On this 2nd day of May, 2005, before me appeared
L. Jack Bolton, the person who signed this instrument who acknowledged that (s) he is the
Chairman of the Board/owner of Bolton's Crown Quality and that, being duly authorized,
(s) he signed such instrument as a free act on behalf of said corporation.

Patricia Butler

Notary Public

[Seal]



My Commission Expires:

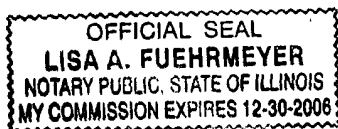
7-15-06

STATE OF ILLINOIS §

§ SS.

COUNTY OF _____ §

On this 3rd day of May, 2005, before me appeared
James M. Wurtz Jr., the person who signed this instrument who acknowledged that (s) is an officer of
NATIONAL RAILWAY EQUIPMENT CO. and that, being duly authorized, (s) he signed such
instrument as a free act on behalf of said corporation.



Lisa Fuehrmeyer

Notary Public

[Seal]

My Commission Expires:

12-30-06

[Handwritten signature]

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: BOLTONS CROWN QUALITY ELEVATORS

Approved by: _____

(Lessee to initial each page)

Attached to Bill of Sale Dated: _____

Equipment Located at:

The West Texas & Lubbock Railroad
The Kiamichi Railroad

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor
Name & Invoice Number

Equipment
Description

National Railway Equipment Co.	NREX 113	EMD GP 7/9 Road Switcher Locomotive
	NREX 118	EMD GP 7/9 Road Switcher Locomotive
	NREX 1005	EMD GP 10 Road Switcher Locomotive

(Lessee is acquiring any two of the above listed units)

SCHEDULE "A"

Attached to and incorporated into the Lease dated the ²³ day of ^{May} ~~April~~, 2005 by and between the National Railway Equipment Co. (LESSOR) and Bolton's Crown Quality Elevators (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers (Lessee is acquiring two of three locomotives listed below. Lessee's election which locomotives shall be made by the date of May 15th, 2005.

UNIT NO.	TYPE	GENERAL DESCRIPTION	
NREX 118	EMD	GP-7/9 Road Switcher Locomotive	
NREX 1005	EMD	GP-10 Road Switcher Locomotive	
REPLACEMENT VALUE	LEASE TERM	LEASE RATE PER LOCOMOTIVE MONTHLY	DAILY
\$75,800.00	5 Years	\$1,277.50	\$42.00
\$80,800.00	5 Years	\$1,277.50	\$42.00

MANDATORY BUYOUT PRICE: Net \$5,000.00 for NREX 118 and net \$10,000.00 for NREX 1005 shall be paid to Lessor following the successful execution of the terms and conditions of the lease, including but not limited to all payment of all Rent and any other amounts due pursuant to the Lease.

Delivery transportation costs of the two locomotives from the West Texas & Lubbock Railroad and from the Kiamichi Railroad shall be to the account of the Lessee.

COMMENCEMENT DATE: NREX 118 on May 25, 2005 arriving at Vernon, Texas
NREX 1005 on May 28, 2005 arriving at Harold, Texas

LESSOR: NATIONAL RAILWAY EQUIPMENT CO.

BY: _____

NAME: James M. Wurtz, Jr

TITLE: Vice President

LESSEE: BOLTON'S CROWN QUALITY ELEVATORS

BY: L. Jack Bolton

NAME: L. Jack Bolton

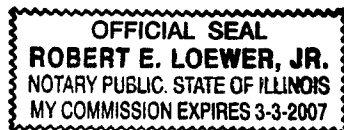
TITLE: Owner



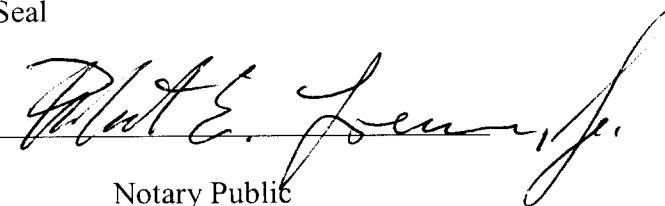
CERTIFICATE OF NOTARY PUBLIC
For the LOCOMOTIVE LEASE AGREEMENT
Between
NATIONAL RAILWAY EQUIPMENT CO. &
BOLTONS CROWN QUALITY ELEVATORS

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 3rd day of November 2005, I,
Robert E. Loewer, Jr., state that I have compared the copy with the original and
have found the copy to be complete and identical in all respects to the original
document.



Seal



Notary Public